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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA**

SAN FRANCISCO DIVISION

In re:

Bankruptcy Case
No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

PACIFIC GAS AND ELECTRIC COMPANY.

(Lead Case)

Debtors

(Jointly Administered)

- Affects PG&E Corporation
- Affects Pacific Gas and Electric Company
- Affects both Debtors

**STIPULATION BETWEEN DEBTORS
AND AD HOC COMMITTEE OF SENIOR
UNSECURED NOTEHOLDERS
EXTENDING TIME TO RESPOND TO
MOTION TO APPROVE SHORT-TERM
INCENTIVE PLAN**

** All papers shall be filed in the lead case,
No. 19-30088 (DM)*

[No Hearing Requested]

This stipulation and agreement for order (“**Stipulation and Agreement for Order**”) is entered into by PG&E Corporation and Pacific Gas and Electric Company, as debtors and debtors in possession (collectively, the “**Debtors**”), on the one hand, and the Ad Hoc Committee of Senior Unsecured Noteholders (the “**Noteholders Committee**”) on the other. The Debtors and the Noteholders Committee are referred to in this Stipulation and Agreement for Order collectively as the “**Parties**,” and each as a “**Party**.” The Parties hereby stipulate and agree as follows:

RECITALS

A. On March 6, 2019, the Debtors filed the *Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, and 503(c) for Entry of an Order Approving (I) Short-Term Incentive Plan and (II) Granting Related Relief* [Dkt No. 782] (the “**STIP Motion**”), which is set for a hearing before the Court at 9:30 a.m. on April 9, 2019. Any response or opposition to the STIP Motion is due by 4:00 p.m. (Pacific Time) March 20, 2019.

B. Counsel for the Noteholders Committee has requested, and proposed counsel for the Debtors has agreed, that the time for the Noteholders Committee to respond to the STIP Motion be further extended.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE UNDERSIGNED, AND THE PARTIES JOINTLY REQUEST THE COURT TO ORDER, THAT:

1. The time for the Noteholders Committee to file and serve any response or opposition to the STIP Motion is extended through 4:00 p.m. (Pacific Time) on March 28, 2019.

[Signatures on next page]

Dated: March 19, 2019
KELLER & BENVENUTTI LLP

/s/ *Jane Kim*
Jane Kim
*Proposed Attorneys for Debtors
and Debtors in Possession*

Dated: March 19, 2019
AKIN GUMP STRAUSS HAUER &
FELD LLP

/s/ *Ashley Vinson Crawford*
Ashley Vinson Crawford
*Attorneys for Ad Hoc Committee of Senior
Unsecured Noteholders*